



BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1 G Block
Bandra - Kurla Complex, Bandra - (E)
Mumbai - 400 051

17th May 2023

Scrip Code – 532513

Scrip Symbol - TVSELECT

Dear Sir,

Sub: Notice of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, we enclose herewith the notice of the Postal Ballot to transact the following businesses:

- (1) Re-appointment of Dr. V. Sumantran (DIN: 02153989) as Non-Executive Independent Director for the second term of five consecutive years with effect from 9th August, 2023 to 8th August, 2028.
- (2) Re-appointment of Mr. K. Balakrishnan (DIN: 00722447) as Non-Executive Independent Director for the second term of five consecutive years with effect from 9th August, 2023 to 8th August, 2028.
- 3) Re-appointment of Mrs. Subhasri Sriram (DIN: 01998599) as Non-Executive Independent Director for the second term of five consecutive years with effect from 7th February, 2024 to 6th February, 2029.
- (4) Re-appointment of Mrs. Srilalitha Gopal (DIN: 02329790) as Managing Director for a term of five consecutive years with effect from 11th May, 2023.

The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No 10/2021 dated June 23, 2021, Circular No 20/2021 dated December 8, 2021 and Circular No 3/2022 dated May 5, 2022 and 28th December 2022 ("MCA Circulars") (collectively referred to as "MCA Circulars"), has permitted the Companies to conduct postal ballot by sending e-mails to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Consequently, this notice is being sent only to members whose names appear in the register of members as on 12th May 2023 (cut-off date) and who have registered their e-mail addresses with the Company. Further, the communication of assent / dissent of the members can only take place through the remote e-voting system. This Postal Ballot is hence being conducted in compliance with the MCA Circulars.

The remote e-voting period will commence from 18th May 2023 (9:00 a.m. IST) and ends on Friday, 16th June 2023 (5:00 p.m. IST).

Kindly take the same on record.

Yours Faithfully,

For TVS Electronics Limited

K Santosh
Company Secretary

TVS Electronics Limited

"Arihant E-Park", No.117/1, 9th Floor, L.B. Road, Adyar, Chennai – 600 020. Tel.: +91-44-42005200
Registered Office: Greenways Towers, 2nd Floor, No.119, St. Mary's Road, Abhiramapuram, Chennai – 600 018

Corporate Identity Number: L30007TN1995PLC032941

E-mail id: webmaster@tvs-e.in Website: www.tvs-e.in



NOTICE OF POSTAL BALLOT AND E-VOTING
[Pursuant to Section 110 of the Companies Act 2013 read with
Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]

To
The Members,
TVS Electronics Limited

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations**"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8th April 2020 read with General Circular Nos.17/2020 dated 13th April 2020, General Circular No.22/2020 dated 15th June 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December 2020, General Circular No.10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 8th December 2021, General Circular No. 3/2022 dated 5th May, 2022 and General Circular No. 11/ 2022 dated 28th December 2022 ("**MCA Circulars**") and other applicable laws/ regulations, seeking approval for the resolutions as set out herein below, proposed to be passed through Postal Ballot ("**Postal Ballot**") by way of voting through electronic means ("**remote e-voting**") using the platform provided by National Securities Depository Limited (NSDL):

As permitted by the MCA Circulars, the Company is sending this Postal Ballot Notice along with e-voting instructions (the "**Notice**") only by way of e-mail to all its Members who have registered their e-mail addresses with the Company or depository (ies)/ depository participants and the communication of assent/dissent of the Members on the Resolutions proposed in the Notice will only take place through the remote e-voting system. The Statement of material facts pursuant to Section 102 of the Act setting out the material facts concerning the Special Business proposed to be transacted and instructions for e-voting are also annexed to this Notice.

The Board of Directors of the Company has appointed Mr. K. Sriram, Partner of M/s. S. Krishnamurthy & Co., Practising Company Secretaries, Chennai as Scrutinizer for conducting the Postal ballot in a fair and transparent manner.

Please note that the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members whose name appears on register of members as on **Friday the 12th May 2023 ("Cut-off Date")** to cast their votes electronically on all the resolutions set out in this Notice.

The e-voting period will be for 30 days from 9.00 am (IST) on Thursday the 18th May 2023 to 5.00 P.M (IST) on Friday the 16th June 2023, both days inclusive.

Please read the instructions provided in the notes to this Notice carefully and cast the votes electronically. The Scrutinizer will submit his report to the Chairman or any director or Secretary of the Company on or before 20th June 2023. The results of the Postal Ballot will be posted on the Company's website www.tvse.in and also in NSDL website www.evoting.nsdl.in and besides being communicated to the Stock Exchanges viz., BSE Ltd., www.bseindia.com and the National Stock Exchange of India Ltd., www.nseindia.com where the Company's shares are listed.

Date: 6th May 2023
Place: Chennai

**By Order of the Board
For TVS Electronics Limited**

SANTOSH
KRISHNADASS

Digitally signed by
SANTOSH KRISHNADASS
Date: 2023.05.17
12:40:36 +05'30'

**K Santosh
Company Secretary**

TVS Electronics Limited

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E-mail id: webmaster@tvse.in Website: www.tvse.in



RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT AS SPECIAL BUSINESS

Item No.1

Re-appointment of Dr. V Sumantran (DIN: 02153989) as an Independent Director for the second term of five consecutive years with effect from 9th August 2023.

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act,2013 (“the Act”) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, **Dr. V Sumantran** (DIN: 02153989), who is completing his first term as an Independent Director on 8th August 2023 and has submitted a declaration that he continues to meet the criteria of Independence as prescribed under the Act and SEBI LODR, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for the second term of five consecutive years, from 9th August 2023 to 8th August, 2028”.

Item No.2

Reappointment of Mr. K Balakrishnan (DIN: 00722447) as an Independent Director for the second term of five consecutive years with effect from 9th August 2023.

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act,2013 (“the Act”) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, **Mr. K Balakrishnan** (DIN: 00722447), who is completing his first term as an Independent Director on 8th August 2023 and has submitted a declaration that he continues to meet the criteria of Independence as prescribed under the Act and SEBI LODR, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for the second term of five consecutive years, from 9th August 2023 to 8th August, 2028”.

Item No.3

Reappointment of Mrs. Subhasri Sriram (DIN: 01998599) as an Independent Director for the second term of five consecutive years with effect from 7th February 2024

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act,2013 (“the Act”) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, **Mrs. Subhasri Sriram** (DIN: 01998599), who is completing her first term as an Independent Director on 6th February 2024 and has submitted a declaration that she continues to meet the criteria of Independence as prescribed under the Act and SEBI LODR, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for the second term of five consecutive years, from 7th February 2024 to 6th February 2029”.

Item No.4

Re-appointment of Mrs. Srilalitha Gopal (DIN 02329790) as Managing Director for a period of five consecutive years with effect from 11th May 2023

To consider and if thought fit to pass the following resolution as a Special Resolution

"RESOLVED THAT in terms of Section 196, 197, 203, Schedule V and other applicable provisions of Companies Act, 2013 and the Rules made thereunder, (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the relevant regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure

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Requirement) Regulations 2015 (“SEBI LODR”), approval of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Srilalitha Gopal (DIN 02329790) as a whole-time key managerial personnel in the position of Managing Director for a period of 5 (five) consecutive years from 11th May 2023 to 10th May 2028, whose office as a Director is liable to retire by rotation, on the terms and conditions including remuneration as set out below, based on the recommendations of the Company’s Nomination and Remuneration Committee and Board of Directors:

S. No.	Particulars	₹ In Lakhs per annum
1	Salary (including Allowances and Perquisites)	125
2	Variable Pay (payable annually at the end of financial year)	75
	Total	200

1. The Allowances include Company's contribution to Provident Fund or National Pension Scheme or any other pension Scheme as may be in force from time to time, Gratuity, Leave Travel Allowance and encashment of earned leave as per the rules of the Company.
2. She will also be eligible for the following Perquisites, be evaluated at actual cost to the Company and where it is not possible to ascertain actual cost, such perquisites shall be evaluated as per Income-tax Rules, 1962 in force or as amended from time to time:
 - a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.
 - b. Company owned Information Technology and communication equipment including maintenance and subscription thereof, shall be borne by the Company.

RESOLVED FURTHER THAT Mrs. Srilalitha Gopal will not be entitled to any sitting fees for attending the meetings of the Board or Committees thereof, unless otherwise decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to enable the Board of Directors, based on specific recommendation(s) of the Nomination and Remuneration Committee, to enhance, enlarge, widen, alter or vary the scope, quantum and components of her remuneration specified hereinabove, in light of and in conformity with the relevant provisions of the Companies Act 2013 / Income Tax Act 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Srilalitha Gopal shall not result in the total managerial remuneration paid by the company for any financial year during her tenure exceeding the maximum permissible limit of net profits as laid down under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, in the event of loss or inadequacy of profits in any financial year during her tenure, not being more than three such financial years over her entire tenure of five consecutive years, the remuneration as may be approved by the Board of Directors based on the recommendation of Nomination and Remuneration Committee, subject to not exceeding ₹2 Crores p.a., including allowances and perquisites as set out above, shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary in order to give effect to the aforesaid resolutions”

Date: 6th May 2023
Place: Chennai

**By Order of the Board
For TVS Electronics Limited**

SANTOSH KRISHNADASS
Digitally signed by
SANTOSH KRISHNADASS
Date: 2023.05.17 12:41:21
+05'30'

**K Santosh
Company Secretary**

TVS Electronics Limited

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Notes

1. The Explanatory Statement of material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Member as on 12th May 2023 (Cut-off Date). The e-voting shall commence at 9.00 A.M. on 18th May 2023.
3. In accordance with MCA Circulars Notice of Postal Ballot is being served on the Members through electronic means. Members who have registered their email IDs are being sent this Notice of Postal Ballot only by e-mail. The Physical Copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with provisions of Section 110 of the Companies Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through e-voting service facility arranged by National Securities Depositories Limited. The instructions of e-voting are annexed to this Notice.
6. **Voting rights shall be reckoned on the paid-up value of shares registered in the Name of Members as on 12th May 2023 and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.**
7. The voting rights in respect of unclaimed shares held in TVS Electronics Limited Unclaimed Suspense Account and Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the SEBI LODR and Section 124 of the Act, 2013, respectively.
8. **The last date for remote e-voting viz. 16th June 2023 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.**
9. The results of the postal ballot will be communicated to the stock exchanges where the Company's equity shares are listed and posted on the Company's website – <https://www.tvs-e.in/> on or before Tuesday the 20th June, 2023.
10. Documents specifically stated in Explanatory Statement are open for inspection at the Registered Office of the Company during the Office hours on all working days from the date of dispatch until last date of remote e-voting.

PROCEDURE FOR REMOTE E-VOTING

- (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by National Securities Depositories Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below
- (ii) However, in pursuant to SEBI circular the “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process
- (iii) The remote e-Voting period commences from Thursday, 18th May 2023 at 9.00 am (IST) and will end on Friday, 16th June 2023 at 5.00 pm (IST).
- (iv) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The details of the process and manner for remote e-Voting is explained herein below:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.

- (a) The voting period begins on 18th May 2023 and ends on 16th June 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 12th May 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (b) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of

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Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For your Beneficiary ID is 12***** then your user ID
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123931 then user ID is 123931001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <sriram.krishnamurthy@rediffmail.com> with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id & password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (investorservices@tvs-e.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investorservices@tvs-e.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e- Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

TVS Electronics Limited

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Annexure to the Notice of Postal Ballot through e-voting

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all the material facts relating to the special businesses set out in the Notice.

Item Nos. 1 to 3: Re-appointment of Independent Directors

The Board of Directors at their meeting held on 9th August, 2018, based on the recommendation of Nomination and Remuneration Committee, approved the appointment of Dr. V Sumantran and Mr. K. Balakrishnan as Non-Executive Independent Directors of the Company for a period of five consecutive years with effect from 9th August 2018 to 8th August 2023 and at the Board Meeting held on 7th February, 2019 approved the appointment of Mrs. Subhasri Sriram as Non-Executive Independent Director of the Company for a period of five consecutive years with effect from 7th February 2019 to 6th February 2024.

Subsequently, the shareholders approved the aforesaid appointments of Independent Directors by way of passing resolution in the 24th Annual General Meeting held on 10th August 2019.

As per Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for reappointment for a second term of five consecutive years, subject to fulfilling the provisions of the Act and SEBI (LODR) Regulations.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice on passing a special resolution by the shareholders. Based on the recommendation of the Nomination and Remuneration Committee and the performance evaluation, the Board of Directors at its meeting held on 6th May, 2023, considered the experience, background and contributions made by them during the tenure of the first term of five consecutive years and were in the view that the continued association of Dr. V Sumantran, Mr. K Balakrishnan and Mrs. Subhasri Sriram as Independent Directors would be beneficial to the Company and recommended the re-appointment for the second term of five consecutive years as set out below subject to the approval of the shareholders by way of special resolution:

Sl.No	Name of the Director	Second Term
1.	Mr. K Balakrishnan	9 th August 2023 to 8 th August 2028
2.	Dr. V Sumantran	9 th August 2023 to 8 th August 2028
3.	Mrs. Subhasri Sriram	7 th February 2024 to 6 th February 2029

In terms of proviso to Regulation 25(2A) of the SEBI (LODR) Regulations, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under the SEBI (LODR) Regulations.

In accordance with Section 149, 150 and 152 and any other applicable provisions if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act the Company has received the consent Letter from Dr. V Sumantran, Mr. K Balakrishnan and Mrs. Subhasri Sriram to act as an Independent Directors of the Company and the declaration of Independence, as required under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, declaring that they meet the criteria of Independence and eligible to be considered as Independent Directors. In the opinion of the Board, Dr. V Sumantran, Mr. K Balakrishnan and Mrs. Subhasri Sriram fulfils the conditions for appointment of Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations and they are not debarred from holding office as a Director, by virtue of any SEBI order or any other such authority. They have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. The aforementioned Independent Directors do not have any inter-se relationship with any directors of the Company.

The terms and conditions of re-appointment of Independent Directors will be available for inspection without any fee by the members at the Registered Office of the Company during office hours as stated above and shall also be uploaded on the website of the Company at www.tvse.in

In the opinion of the Board Dr. V. Sumantran, Mr. K. Balakrishnan and Mrs. Subhasri Sriram meets the skills, expertise and competencies fundamentally required for effective functioning of the Company.

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Profile of Dr. V Sumantran

Dr. V Sumantran is an alumnus of the Indian Institute of Technology, Madras, a MS from Princeton University, and Ph.D. in Aerospace Engineering from Virginia Tech. He is also a Master's degree holder in Management of Technology, and a Fellow of SAE International and the Indian National Academy of Engineers. He is a business leader, technocrat and academic, having worked in the USA, Europe, and Asia through a career spanning over 37 years. He is currently the Designated Partner of Celeris Technologies LLP, Chairman of Interglobe Aviation Limited, and an advisor to several Fortune-100 organisations in autos, industrial equipment, defence, and aerospace sector. He was the Executive Vice-Chairman of Hinduja Automotive in the UK, and the Vice Chairman of Ashok Leyland as well. He also served as Chief Executive Officer in charge of the car business at Tata Motors in its early days. Previously, he had a 16-year-long career with General Motors with R&D operations in Detroit and subsequently served on deputation in Europe as Director-R&D at GM-Europe. He has co-authored a book, namely 'Faster, Smarter, Greener: The Future of the Car and Urban Mobility' which was published by the MIT Press in 2017.

Profile of Mr. K Balakrishnan

Mr. K Balakrishnan is a graduate in Electronics and Communication from the National Institute of Technology at Surathkal, India. He is currently the Co-Founder and CEO of a SaaS platform start-up Autonom8 and the Chairman of the Board of Servion Global Solutions. He is also on the advisory Board of IIT- Palakkad, and Cisco's start-up accelerator programme LaunchPad. He Co-founded Servion, and served as its Managing Director and Chief Executive Officer prior to taking over his current role. During the first decade of his career, he wore many managerial hats in Senior Product Management and Sales positions. Earlier, he was the Founder and CEO of Acqueon Technologies, which is a products company focused on Customer Experience Management domain, and was on the Board of Custommerce Service Excellence Foundation, a non-profit organization focused on improving customer service. He brings to the table a rich experience of more than 25 years in the Customer Interaction Management domain, with specialised expertise in Telecom and IT. With his rich knowledge and experience as the co-founder, he is an industry thought leader and enjoys successful associations with numerous large enterprises in the conceptualisation and design of their CEM programmes.

Profile of Mrs. Subhasri Sriram

Mrs Subhasri Sriram is currently the Joint Managing Director of Shriram Capital (P) Ltd., the holding company of the financial services and insurance businesses of Shriram Group. She has more than 3 decades of professional experience including 24 years in Shriram Group's Financial Services business and during this period for more than 15 years held the position of Executive Director & CFO of one of their listed NBFC. Has handled many critical assignments related to implementing new organization structures, improving business processes, raising several rounds of equity from marquee investors across globe and raising external commercial borrowings. She has won the "Best Performing CFO in the NBFC Sector" for 2013 at the 8th edition of the awards instituted by a leading business television channel CNBC TV 18 and in 2016 she was also chosen as one of the most influential CFOs in India by CIMA. In the year 2022, won the Woman Leader of the Organization award from UBS Forums. She is a Postgraduate in Commerce, Fellow Member of the Institute of Cost Accountants of India (ICMAI) and the Institute of Company Secretaries of India (ICSI). She also holds Post Graduate Diploma in Systems Management from NIIT and Post Graduate Diploma in Cyber Laws from NALSAR, Hyderabad and is in the board of several listed and unlisted companies across industries.

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The Board recommends the Special Resolution set out at Item no. 1 2 & 3 for the approval of Members.

Name of the Director	Dr. V Sumantran	Mr. K Balakrishnan	Subhasri Sriram
DIN	02153989	00722447	01998599
Age	64 Years	59 Years	54 Years
Qualification	Doctrate Degree in Aero- space (Princeton & Technology at Surathkal and a Master's Degree in Management & Technology	Bachelors Degree in Electronics and Communication from (National Institute of Virginia Tech) (India)	Postgraduate in Commerce, Fellow Member of Institute of Cost Accountants of India & Fellow Member of Institute of Company Secretaries of India
Experience	He is currently the Designated Partner of Celeris Technologies LLP, Chairman of Interglobe Aviation Limited, and an advisor to several Fortune-100 organisations in autos, industrial equipment, defence, and aerospace sector. He was the Executive Vice-Chairman of Hinduja Automotive in the UK, and the Vice Chairman of Ashok Leyland as well. He also served as Chief Executive Officer in charge of the car business at Tata Motors in its early days.	He is currently the Co-Founder and CEO of a Saas Platform start-up Autonom8 and the Chairman of the Board of Servion Global Solutions. He is also on the advisory board of IIT-Palakad. He has more than 25 years experience in customer interaction management domain with specialized expertise in Telecom and IT.	She is the Joint Managing Director of Shriram Capital Private Limited. She has more than 3 decades of professional experience, including 24 years in Shriram Group's Financial Services Business and during this period for more than 15 years held the position of Executive Director & CFO of one of their listed NBFC.
Remuneration	Entitled to Sitting Fee only	Entitled to Sitting Fee only	Entitled to Sitting Fee only
Terms and conditions of re-appointment	Proposed to re-appoint Dr. V Sumantran for the second term of five consecutive years with effect from 9 th August 2023, not liable to retire by rotation and eligible for sitting fees for attending the meetings.	Proposed to re-appoint Mr. K Balakrishnan for the second term of five consecutive years with effect from 9 th August 2023, not liable to retire by rotation and eligible for sitting fees for attending the meetings.	Proposed to re-appoint Mrs. Subhasri Sriram for the second term of five consecutive years with effect from 7 th February 2024, not liable to retire by rotation and eligible for sitting fees for attending the meetings.
Date of First Appointment on the Board of the company	9 th August, 2018	9 th August, 2018	7 th February, 2019
Shareholding in TVS Electronics Limited (including shareholding as a beneficial owner)	NIL	NIL	NIL
Remuneration Last Drawn	Sitting fee paid for FY 2022-23 – ₹. 12- Lakhs	Sitting fee paid for FY 2022-23 – ₹ 12.5 Lakhs-	Sitting fee paid for FY 2022-23 – ₹. 9 Lakhs-
Number of Meetings of the Board attended during the Financial Year 2022-23	7/7	6/7	5/7

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Directorship in other companies	<ol style="list-style-type: none"> 1. Rane Holdings Limited 2. Interglobe Aviation Limited 3. Bharat FIH Limited 4. Switch Mobility Automotive Limited 5. Greaves Electric Mobility Private Limited 	<ol style="list-style-type: none"> 1. Custommerce Service Excellence Foundation 2. Autonom8 Private Limited 3. Servion Global Solutions Private Limited 	<ol style="list-style-type: none"> 1. Shriram Seva Sankalp Foundation 2. Jaikirti Management Consultancy Private Limited 3. Niyogin Fintech Limited 4. Shriram Investment Holdings Limited 5. Shriram Overseas Investments Private Limited 6. Shriram Asset Management Company Limited 7. Shriram Wealth Limited 8. Iserveu Technology Private Limited 9. Healthvista India Limited 10. Medybiz Pharma Private Limited 11. Earlysalary Services Private Limited 12. Social Worth Technologies Private Limited 13. Shriram Capital Private Limited 14. Shriram Asset Reconstruction Private Limited 15. Shiram GI Holding Private Limited 16. Shriram LI Holding Private Limited 17. Shriram Life Insurance Company Limited
Membership/ Chairpersonship of Committees	<ol style="list-style-type: none"> 1. TVS Electronics Limited Audit Committee – Member 2. Rane Holdings Limited <ul style="list-style-type: none"> • Audit Committee – Chairperson • Nomination and Remuneration Committee – Chairperson • Risk Management Committee – Member 3. Interglobe Aviation Limited <ul style="list-style-type: none"> • Audit Committee – Chairperson • Risk Management Committee – Chairperson 	<ol style="list-style-type: none"> 1. TVS Electronics Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and Remuneration committee – Member • Stakeholders Relationship Committee - Chairperson • Corporate Social Responsibility Committee - Member 	<ol style="list-style-type: none"> 1. TVS Electronics Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee – Member • Audit Committee - Chairperson 2. Niyogin Fintech Limited <ul style="list-style-type: none"> • Audit Committee - Chairperson • Risk Management Committee - Member • Nomination and Remuneration Committee - Member 3. Shriram Asset Management Company

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	<ul style="list-style-type: none"> • Nomination and Remuneration Committee - Member <p>4. Greaves Electric Mobility Pvt. Ltd.</p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Nomination and Remuneration Committee – Member <p>5. Bharat FIH Ltd –</p> <ul style="list-style-type: none"> • Audit Committee – Member • Nomination and Remuneration Committee - Chairman 		<ul style="list-style-type: none"> • Audit Committee - Member • Risk Management Committee – Member • Securities Issue Committee – Chairman <p>4 Shriram Overseas Investments Private Limited:</p> <ul style="list-style-type: none"> • .Audit and Risk Management Committee – Member • Asset and Liability Management Committee – Member • Nomination and Remuneration Member – Committee <p>5.Shriram Capital Private Limited</p> <ul style="list-style-type: none"> • Finance Committee – Member • Allotment Committee - Member
Listed entities from which the person has resigned in the past three years	UCAL Fuel System Limited- Ceased as Director from 25 th July 2020	-	Take Solutions Limited – Ceased as Director from 23 rd June 2020

Except Dr. V. Sumantran (Item No.1), Mr. K. Balakrishnan (Item No.2) and Mrs. Subhasri Sriram (Item No.3) to whom the resolution relates, none of the Directors or Key Managerial Personnel and / or their relatives, are concerned or interested, financial or otherwise in the Resolution mentioned at Item No.1, Item No.2 & Item No.3 of the notice.

Item No. 4.

The Board of Directors at their meeting held on 11th May 2018, based on the recommendation of Nomination and Remuneration Committee and Audit Committee, approved the appointment of Mrs. Srilalitha Gopal as Managing Director of the Company for a period of five consecutive years with effect from 11th May, 2018 to 10th May 2023, subject to approval of shareholders.

Subsequently, the shareholders approved the aforesaid appointment by way of passing a special resolution in the 23th Annual General Meeting held on 9th August 2018 Under the leadership of Mrs. Srilalitha Gopal, Managing Director, the Company has strengthened its Products & Solutions vertical on the back of continuous product innovation and portfolio diversification and also expanded the reach of its Customer Support Services.

Considering the contribution of Mrs Srilalitha Gopal and the progress made by the Company under her leadership and guidance, the Board of Directors, based on the recommendation from Nomination and Remuneration Committee, at its meeting held on 6th May, 2023, approved the re-appointment and remuneration of Mrs. Srilalitha Gopal as Managing Director, for a period of five consecutive years from 11th May 2023 to 10th May 2028 for a remuneration of ₹2 Crs., as set out in the said resolution, subject to the approval of shareholders. The total remuneration as set out in the resolution will not exceed the maximum permissible limit of the net profits of the Company, as set out under Section 197 of Companies Act, 2013, every year.

In the event of loss or inadequacy of profits in any financial year, not being more than three such financial years over her entire tenure of five consecutive years:

- The remuneration as may be approved by the Board of Directors based on the recommendation of Nomination and Remuneration Committee, subject to not exceeding ₹2 Crores p.a., including allowances and perquisites as set out above, shall be paid as minimum remuneration.
- In the event of Mrs. Srilalitha Gopal drawing managerial remuneration from any other Company, such remuneration shall not exceed the higher limit permissible from any one of the companies.

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The period of office of Mrs Srilalitha Gopal shall be liable to determination by retirement by rotation. If Mrs. Srilalitha Gopal is reappointed as a director, immediately on retirement by rotation she shall continue to hold office of Managing Director and such appointment as director shall not be deemed to constitute break in her appointment as Managing Director. The Board of Directors recommends her re-appointment and the remuneration as set out in the resolution. She does not has any inter-se relationship with any of the directors of the Company except with Mr. Gopal Srinivasan (spouse).

None of the Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in this resolution, except Mr. Gopal Srinivasan (spouse).

Profile

Mrs. Srilalitha Gopal is an engineering graduate in Computer Science from IISc, Bangalore. She was appointed as director in TVS Electronics on 10th November 2011 and was subsequently appointed as Managing Director of the Company for a period of 5 years with effect from 11th May 2018. She is a member of Stakeholders' Relationship Committee of the Company. She has been at the forefront of the various strategic initiatives directed towards increasing the profitability of the Company and drive the growth initiatives of TVS Electronics. She provides active directional support to TVS Electronics in CSR initiatives. She is also a director of TVS Investments Private Limited, holding Company of TVS Electronics. She is also the Managing Director of M/s Harita Techserv Private Limited (HTPL) since 2008. Her direction has enabled the growth of HTPL and spurred it to become one of the most preferred design engineering and talent services partners, ensuring success for every stakeholder of HTPL.

She does not hold any shares in the Company. She is the spouse of Mr. Gopal Srinivasan, the Chairman of the Company. The other directorships held by Mrs. Srilalitha Gopal are provided hereunder:

S.No	Name of the Company	Nature of Interest or Concern/Change in Interest or concern	Committee Membership
1.	Harita Techserv Private Limited	Managing Director & Member	-
2.	TVS Investment Private Limited	Director	-
3.	Sundaram Investment Private Limited	Director	-
4.	Geeyes Capital Funds Private Limited	Director	-

She does not hold any committee memberships in the aforesaid companies. She has not resigned from any listed entities during the past three years.

Date: 6th May 2023
Place: Chennai

**By Order of the Board
For TVS Electronics Limited**

SANTOSH KRISHNADASS
Digitally signed by SANTOSH KRISHNADASS
Date: 2023.05.17 12:42:05 +05'30'

**K Santosh
Company Secretary**

Registered Office:

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STATEMENT OF INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013, AND FORMING PART OF EXPLANATORY STATEMENT

I GENERAL INFORMATION																
1	Nature of Industry	Computer Peripherals and IT enabled services														
2	Date or expected date of commencement of commercial production	Already commenced production 31 years back														
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable														
4	Financial performance based on given Indicators	₹ In Lakhs														
	Particulars	2020-2021	2021-2022	2022-23												
	Gross income	22,460	30,792	35,349												
	Capital employed	8,179	9,261	10,180												
	Net worth	8,179	9,261	10,180												
	Profit/(Loss) Before tax	94	2,082	1,284												
	Profit/(Loss) After tax	77	1,510	952												
	Dividends	-	373	-												
5	Foreign investments or collaboration, if any	The Company has no foreign investments or collaborations														
II INFORMATION ABOUT THE APPOINTEE																
1	Background Details Mrs. Srilalitha Gopal is an Engineering graduate in Computer Science from IISc, Bangalore. She was appointed as a Director on the Board of Directors of the Company with effect from 10 th November 2011 and was subsequently appointed as Managing Director of the Company with effect from 11 th May 2018. She is the Managing Director of Harita Techserv Private Limited, a design engineering and skilled technical engineering resources Company since 2008.															
2	Past remuneration The Past Remunerations drawn by her are set out below															
	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Remuneration Drawn (₹ in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>2018-19</td> <td>131.80</td> </tr> <tr> <td>2019-20</td> <td>139.81</td> </tr> <tr> <td>2020-21*</td> <td>89.02</td> </tr> <tr> <td>2021-22</td> <td>139.51</td> </tr> <tr> <td>2022-23**</td> <td>168.07</td> </tr> </tbody> </table>	Financial Year	Remuneration Drawn (₹ in Lakhs)	2018-19	131.80	2019-20	139.81	2020-21*	89.02	2021-22	139.51	2022-23**	168.07			
Financial Year	Remuneration Drawn (₹ in Lakhs)															
2018-19	131.80															
2019-20	139.81															
2020-21*	89.02															
2021-22	139.51															
2022-23**	168.07															
	* Voluntarily waived variable pay, payable in FY 2020-21. ** Remuneration was increased from ₹1.5Crores to ₹2Crores at the 27 th AGM held on 29 th June 2022.															
3	Recognition or awards	-														
4	Job profile and her suitability	<p>Job Profile: As the Managing Director, she is entrusted with substantial powers of managing the company affairs:</p> <p>Suitability:</p> <ol style="list-style-type: none"> Her qualification as the Engineering graduate in computer science. Her active association as a Director of the Company for nearly 12 years. Her active engagement in leading various strategic initiatives in the Company over the last few years has contributed to the growth and profitability of the Company. 														

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		<p>d. Her contribution as a member of Stakeholders relationship Committee</p> <p>e. Her experience as Managing Director of Harita Techserv Private Limited over the past 15 years.</p> <p>f. Her directional support in the governance process.</p>												
5	Remuneration proposed: By way of salary, allowances and perquisites and Variable pay, etc	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Particulars</th> <th>₹ In Lakhs per annum</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Salary (including Allowances and Perquisites)</td> <td>125</td> </tr> <tr> <td>2</td> <td>Variable Pay (payable annually at the end of financial year)</td> <td>75</td> </tr> <tr> <td></td> <td>Total</td> <td>200</td> </tr> </tbody> </table> <p>1. The Allowances include Company's contribution to Provident Fund or National Pension Scheme or any other pension Scheme as may be in force from time to time, Gratuity, Leave Travel Allowance and encashment of earned leave as per the rules of the Company.</p> <p>2. She will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p>	S. No.	Particulars	₹ In Lakhs per annum	1	Salary (including Allowances and Perquisites)	125	2	Variable Pay (payable annually at the end of financial year)	75		Total	200
S. No.	Particulars	₹ In Lakhs per annum												
1	Salary (including Allowances and Perquisites)	125												
2	Variable Pay (payable annually at the end of financial year)	75												
	Total	200												
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin)	The remuneration proposed is comparable with the remuneration being offered to the similar position in the electronic industry. It is also in line with the Company's remuneration policy.												
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from the remuneration and perquisites paid to Mrs. Srilalitha Gopal as Managing Director as stated above and Mr. Gopal Srinivasan, Chairman being the spouse, she does not have any pecuniary relationship with the Company or with its managerial personnel. Mr. Gopal Srinivasan has become promoter of the Company with effect from 4th February, 2022 and indirectly holds 59.84% of the shareholding of the Company through TVS Investments Private Limited.												
III	Other Information													
1	Reasons for loss or inadequate profits	Does not arise at present considering that the Company has improved its profitability												
2	Steps taken or proposed to be taken for improvement	Company is continuously taking steps to improve the profitability												
3	Expected increase in productivity and profit in measurable terms	The Company expects to maintain its present growth rate.												

The Company had not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2022-23.

TVS Electronics Limited

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